

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

RICHARD KOSLOW,)	
)	
v.)	Civil Action No. 04-11019-GAO
)	
SUN LIFE FINANCIAL, INC., et al.)	
)	

STIPULATION OF DISMISSAL WITH PREJUDICE

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, all parties ("Parties") to the above-captioned civil action ("Action") stipulate and agree as follows:

1. Plaintiff Richard Koslow filed the above-captioned action in the District Court on May 20, 2004. Eric Forsythe filed a related action in this court on March 25, 2004 captioned *Forsythe v. Sun Life Financial, Inc.*, Docket No. 04-11019-GAO ("Forsythe Action"). Larry R. Eddings filed a related action in this court on April 15, 2004 captioned *Eddings v. Sun Life Financial, Inc.*, Docket No. 04-10764-GAO. All of these actions initially asserted claims on behalf of a class of shareholders of all mutual funds advised by MFS, and derivative claims and claims under Section 36(b) of the Investment Company Act on behalf of all such funds.
2. On March 3, 2005, Koslow and others including plaintiffs in the Forsythe and Eddings Actions ("Plaintiffs") filed a Consolidated Amended Complaint ("Complaint") in the Forsythe Action.
3. Defendants moved to dismiss the Complaint. On January 19, 2006, the District Court dismissed the Complaint except that it permitted certain Plaintiffs to pursue claims under Section 36(b) of the Investment Company Act on behalf of two mutual funds advised by MFS ("Remaining Funds").

4. The Parties engaged in extensive discovery. Defendants produced over 130,000 pages of documents, including all of the materials submitted to the independent trustees of the Remaining Funds in connection with their consideration and approval of the advisory and other fees challenged in the Action.

5. On March 22, 2007, the Court administratively closed the Action.

6. All parties have agreed to settle the Action, and have discussed with the Court their intention to conclude the Action by stipulation pursuant to Rule 41 of the Federal Rules of Civil Procedure.

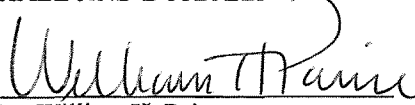
6. This Action, including all claims of all plaintiffs, shall be dismissed with prejudice and without costs, all rights of appeal having been waived.

7. The dismissal shall take effect upon approval by the Court of this Stipulation and upon entry on the docket of an Order dismissing the Action with prejudice, all rights of appeal having been waived.

MASSACHUSETTS FINANCIAL
SERVICES COMPANY AND
MASSACHUSETTS FUND
DISTRIBUTORS, INC.

By their attorneys,

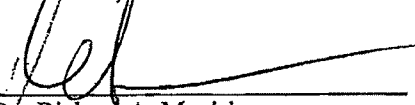
WILMER CUTLER PICKERING
HALE AND DORR LLP


By: William H. Paine

ERIC FORSYTHE, RICHARD
KOSLOW, AND CITY
CITY OF CHICAGO DEFERRED
COMPENSATION PLAN.

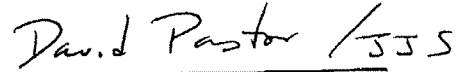
By their attorneys,

SCHIFFRIN BARROWAY TOPAZ &
KESSLER, LLP


By: Richard A. Maniskas
Counsel for Richard Koslow

-and-

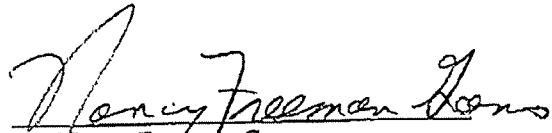
GILMAN AND PASTOR, LLP



By: David Pastor
Counsel for Richard Koslow

-and-

MOULTON & GANS, P.C.



By: Nancy Freeman Gans
*Counsel for Eric Forsythe, City of Chicago
Deferred Compensation Plan, and Richard
Koslow*

APPROVED AND SO ORDERED:

George A. O'Toole, Jr.
United States District Judge